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WRITER'S DIRECT DIAL NUMBER
(215) 893-3083

RECORDATION NO. 14939

Filed & Recorded

DEC 4 1986 12-4 5 PM

December 4, 1986

INTERSTATE COMMERCE COMMISSION

HAND DELIVER

Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Office of the Secretary,
Public Record Section, Room 2303

Dear Ms. Lee:

Enclosed for filing and recording in your office are three (3) originally executed and notarized copies of Schedule A(5) to Security Agreement, dated as of April 8, 1986, by and between Union Mutual Life Insurance Company and United States Trust Company and the requisite fee payable to the Interstate Commerce Commission in the amount of \$10.00. Please note that the Schedule A(5)'s are dated as of December 4, 1986 and have been signed and notarized in counterparts.

For your information, the Security Agreement, dated as of April 8, 1986, by and between Union Mutual Life Insurance Company and United States Trust Company to which the enclosed copies of Schedule A(5) relate was recorded with the Interstate Commerce Commission on April 11, 1986 at 1:05 p.m. and assigned recordation number 14939. For purposes of description in this letter I will hereinafter refer to such security agreement as ICC Security Agreement No. 14939.

The addresses of the parties to Schedule A(5) to the Security Agreement are:

Date 12/4/86
Fee \$ 10.00
ICC Washington, D.C.

Countersigned - Jeffrey A. ...

PEPPER, HAMILTON & SCHEETZ

Interstate Commerce Commission
Page Two
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United States Trust Company
40 Court Street
Boston, Massachusetts 02108

Union Mutual Life Insurance Company
2211 Congress Street
Portland, Maine 04122

The equipment to which the Schedule A(5) to Security Agreement relates is described on Equipment Schedule No. F-15 attached thereto.

In addition to recording the enclosed Schedule A(5) to Security Agreement, please cross reference it with ICC Security Agreement No. 14939 and designate on ICC Security Agreement No. 14939 that a Schedule A(5) related thereto has been recorded in your office on December 4, 1986. Also, please indicate on ICC Security Agreement No. 14939 the recordation number you assign to the enclosed Schedule A(5).

For your information, on August 14, 1986 at 10:45 a.m., Schedule A(4) to the Security Agreement was filed in your office and assigned recordation No. 14939-C.

Please provide the representative of this firm who is delivering this package to you with a receipt and at least one copy of Schedule A(5) to the Security Agreement described in the above.

Thanking you in advance for your attention to this matter, I am

Sincerely,


Amy Y. Coral
Legal Assistant

AYC/dtj
Enclosures
cc: William K. Forgione, Esquire
John Fansmith, Esquire
John W. McLamb, Jr., Esquire
James A. Ounsworth, Esquire

Interstate Commerce Commission

Washington, D.C. 20423

12/4/86

OFFICE OF THE SECRETARY

Amy Y. Coral
Legal Assistant
Pepper, Hamilton & Scheetz
123 South Broad St.
Philadelphia, PA. 19109-1083

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/4/86 at 12:45pm, and assigned re-recording number(s). 14939-D

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

Schedule A(5) to Security Agreement

RECORDATION NO. 14939-12

Filed & Recorded

Dated as of April 8, 1986,

DEC 4 1986 12-4 5 PM

From

INTERSTATE COMMERCE COMMISSION

UNITED STATES TRUST COMPANY,
as Debtor

To

UNUM LIFE INSURANCE COMPANY
(formerly known as Union Mutual Life Insurance Company),
as Secured Party

This Schedule A(5) is dated as of December 4, 1986.

For value received, to induce Secured Party to make the loan evidenced by the note referred to below and certain other notes (collectively, the Notes) referred to in the Security Agreement referred to above (the Security Agreement) and to secure, equally and ratably, the payment of all such Notes according to their tenor and effect and also to secure all the covenants and obligations of Debtor under such Notes, such Security Agreement and the Note Purchase Agreement, dated as of April 8, 1986, between Debtor and Secured Party (the Note Purchase Agreement) Debtor does hereby irrevocably give, pledge, assign, transfer and set over to Secured Party, its successors and assigns a security interest in and to the items of equipment listed on the attached copy of "Equipment Descriptions", together with all of the right title and interest of the Debtor as lessor under the Lease of Railroad Equipment, dated as of January 30, 1986, together with Amendment Number One thereto, dated as of January 30, 1986, between Debtor as lessor, and Consolidated Rail Corporation, as lessee (the Lease,) as such Lease relates to such Equipment, and all of the other rights and property with respect to the foregoing referred to in Article I of the Security Agreement.

The Note being executed and delivered by Debtor concurrently with the execution and delivery of the Schedule A(5) to Security Agreement is as follows:

<u>Note Number</u>	<u>Lease Equipment Schedule Number</u>	<u>Original Principal Amount</u>	<u>Maturity Date</u>	<u>Interest Rates</u>
XV	15	\$534,125.00	December 1, 1994	9.50%

This Schedule A(5) to Security Agreement is supplemental to the Security Agreement and has been executed and delivered so as to make the property described herein subject to the security interest created by said Security

Agreement. This Schedule A(5) to Security Agreement shall not be construed to limit any of the rights or obligations of the parties to the Security Agreement but is in furtherance thereof.

This Schedule A(5) to Security Agreement may be executed in counterpart, each executed counterpart constituting an original but all together constituting only one Schedule A(5).

IN WITNESS WHEREOF, the parties have caused this
Schedule A(5) to be executed under seal as of December 4, 1986.

DEBTOR:

UNITED STATES TRUST COMPANY

By: Tamara P. Davis

Its: Senior Vice President

SECURED PARTY:

UNUM LIFE INSURANCE COMPANY

By: Lemard C. Hermynus mvr

Its: SECOND VICE PRESIDENT

COMMONWEALTH OF MASSACHUSETTS)

) ss.:

COUNTY OF SUFFOLK)

On this 17th day of December, 1986, before me personally appeared TAMARA P. DAVIS, to me personally known, who, being by me duly sworn, says that she is Senior Vice President of UNITED STATES TRUST COMPANY, and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Linda J. Vega
Notary Public

My commission expires: _____

STATE OF MAINE)

)

ss.:

COUNTY OF CUMBERLAND)

Linda J. Vega

Notary Public

My Commission Expires October 15, 1993

On this 26th day of November, 1986, before me personally appeared LEONARD C. HIERONYMUS, to me personally known, who, being by me duly sworn, says that he is Second Vice President of UNUM LIFE INSURANCE COMPANY, and that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Shelley Stuart Carvel
Notary Public

SHELLEY STUART CARVEL
NOTARY PUBLIC, MAINE

My commission expires: _____
MY COMMISSION EXPIRES MAY 23, 1994

Equipment Description

<u>Description</u>	<u>Acceptance Date</u>	<u>Serial Number</u>	<u>Engine Number (if applicable)</u>	<u>ConRail Number</u>	<u>Lessor's Cost</u>
One Straddle Translift Crane Model MJ1000R (Mi-Jack Products)	November 24, 1986	60G7A151		52-0007	\$ 862,941.00
Location: Pennsylvania Truck Lines Trailvan Terminal 47th Street Chicago, Illinois					
				Total	<u>\$ 862,941.00</u>